

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): March 12, 2018

**GROWGENERATION CORP**  
(Exact Name of Registrant as Specified in its Charter)

**Colorado**  
(State or other Jurisdiction  
of Incorporation)

**333-207889**  
(Commission  
File Number)

**46-5008129**  
(I.R.S. Employer  
Identification No.)

**1000 West Mississippi Avenue**  
**Denver, Colorado 80223**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **800-935-8420**

**N/A**  
(Former Address of Principal Executive Offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Section 7 – Regulation FD**

Item 7.01. Regulation FD Disclosure

Management of GrowGeneration, Corp. (the “Company”) will give presentations related to the business and performance of the Company at the 30th Annual ROTH Conference, held at The Ritz Carlton, Dana Point, CA during March 11 - 14, 2018.

Copies of the presentation slides to be presented at the conference are attached hereto as Exhibit 99.1. The information contained herein and the exhibit attached hereto shall be deemed furnished and not filed. The information contained in the presentation slides has been provided for information purposes only and should not be construed as an offer to sell or a solicitation of an offer to purchase any of the Company’s securities.

**Section 9 – Financial Statements and Exhibits**

Item 9.01: Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
99.1	<a href="#">Presentation Slides, dated March 2018</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 12, 2018

**GrowGeneration Corp.**

By: /s/ Darren Lampert

Name: Darren Lampert

Title: Chief Executive Officer



[growgeneration.com](http://growgeneration.com)

Roth Capital Conference March 2018

OTCQX: GRWG



*This presentation is being provided for information purposes only and does not constitute an offer to sell or a solicitation of an offer to purchase any of the Company's securities. This presentation is not intended, nor should it be distributed, for advertising purposes, nor is it intended for broadcast or publication to the general public. Any such offer of the Company's securities will only be made in compliance with applicable state and federal securities laws pursuant to a prospectus or an offering memorandum and related offering documents which will be provided to qualified prospective investors upon request.*

*This presentation may include predictions, estimates or other information that might be considered forward-looking within the meaning of applicable securities laws. While these forward-looking statements represent our current judgments, they are subject to risks and uncertainties that could cause actual results to differ materially. You are cautioned not to place undue reliance on these forward-looking statements, which reflect our opinions only as of the date of this presentation. Please keep in mind that we are not obligating ourselves to revise or publicly release the results of any revision to these forward-looking statements in light of new information or future events. When used herein, words such as "look forward," "believe," "continue," "building," or variations of such words and similar expressions are intended to identify forward-looking statements. Factors that could cause actual results to differ materially from those contemplated in any forward-looking statements made by us herein are often discussed in filings we make with the United States Securities and Exchange Commission, available at: [www.sec.gov](http://www.sec.gov), and on our website, at: [www.growgeneration.com](http://www.growgeneration.com).*

# GrowGeneration: Transforming the Hydroponic Grow Supply Distribution industry



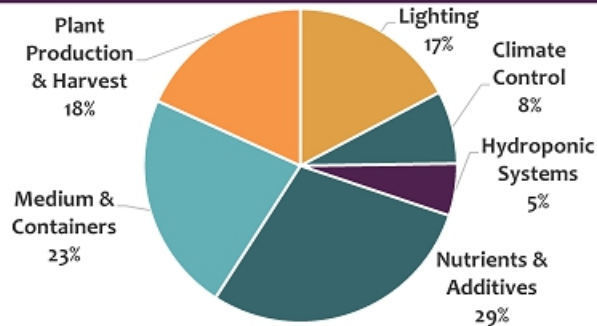
## Company Highlights

National coast to coast wholesale distributor of hydroponic grow supplies

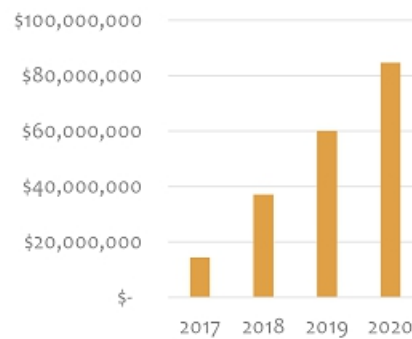
– Over 100% growth year over year with over \$20m in target acquisitions in 2018

- ~\$4.5bn highly fragmented market
- Serving **commercial cultivation** professionals
- Complementary **value-add consulting** and **product support**
- Over **10,000 SKUs**
- **15 operations** in 5 states

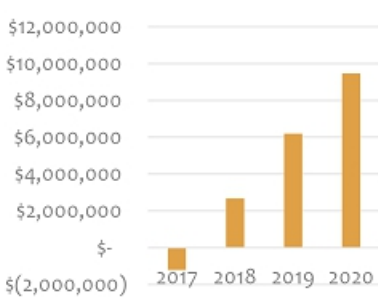
## 2017 net sales mix



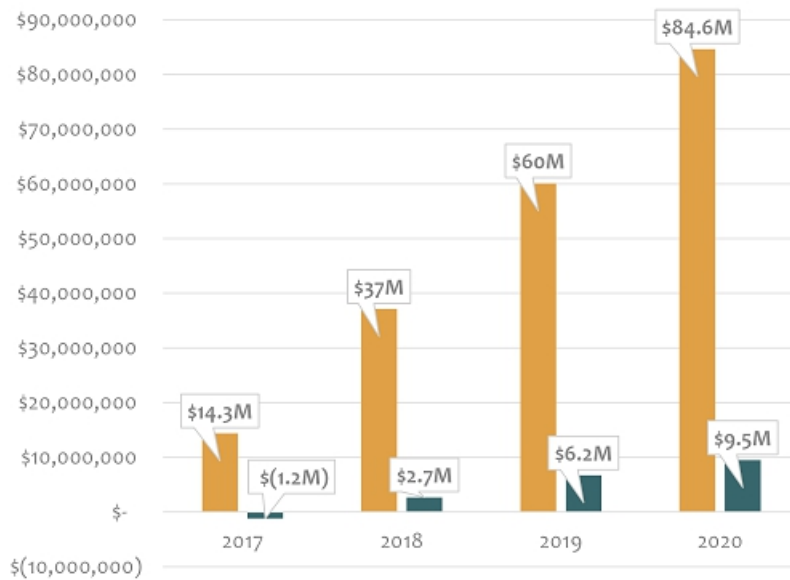
## projected net sales



## projected ebitda



2017-2020 (Revenue and EBITDA in millions)

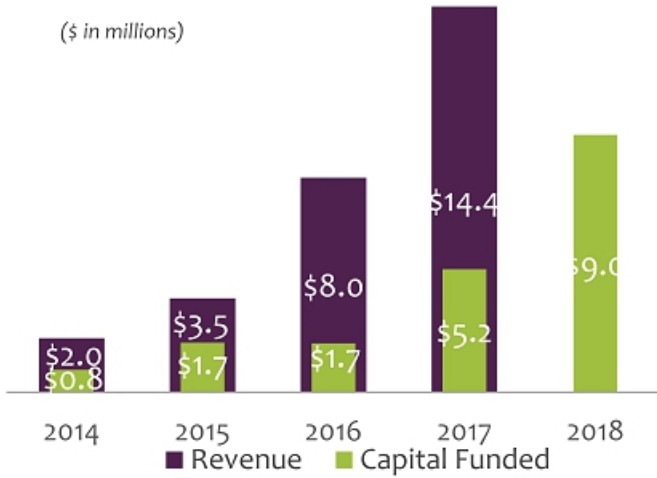


- Profitable q2 2018
- 165% y/y 2017-2018 rev. growth
- GPM 27-28%
- Net income 10-12% 2019-2020



15 operations across 5 markets, CO, CA, NV, WA and RI capital raised to date has driven exponential revenue growth and strong balance sheet

## \$9M in Invested Capital Drove \$28.5M in Revenue for 2014-2017



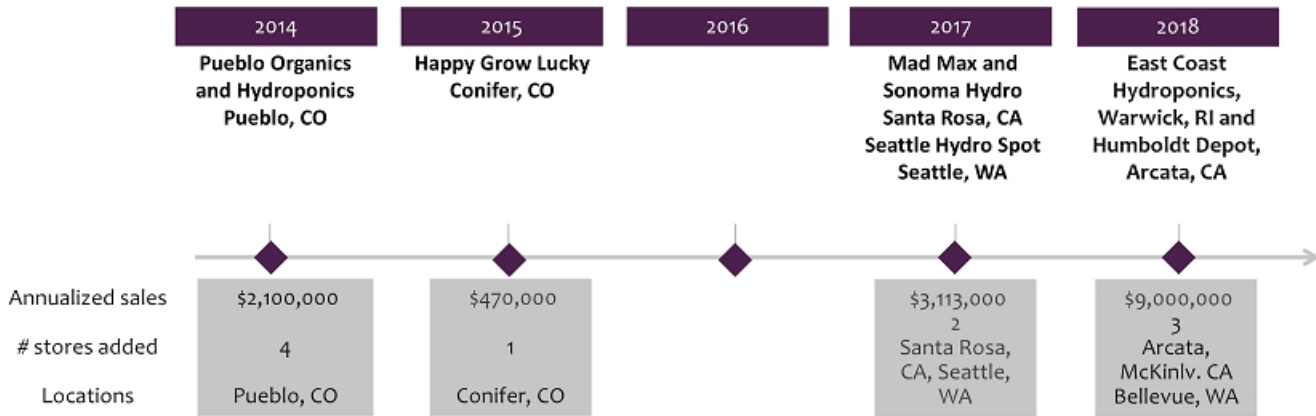
## Capital Structure

Stock Price <sup>1</sup>	\$4.18
Shares Outstanding <sup>1</sup>	19.1M
Warrants Outstanding <sup>1</sup>	3.6M
Stock Options Outstanding <sup>1</sup>	1.9M
Equity Market Cap <sup>1</sup>	\$79.8M
Debt <sup>1</sup>	\$7.8M
Cash <sup>1</sup>	\$8.5M
Enterprise Value <sup>1</sup>	\$79.1M

<sup>1</sup> as of February 28, 2018  
2017 projected



# Proven Robust Track Record of Acquisitions



- \$15m in acquisitions completed to date
- Our pipeline is deep and expanding
- GrowGen is the leading company in industry consolidation
- M and A team and strategy in place to execute acquisitions
- Acquisitions are accretive and present significant profit growth



### Year 2017

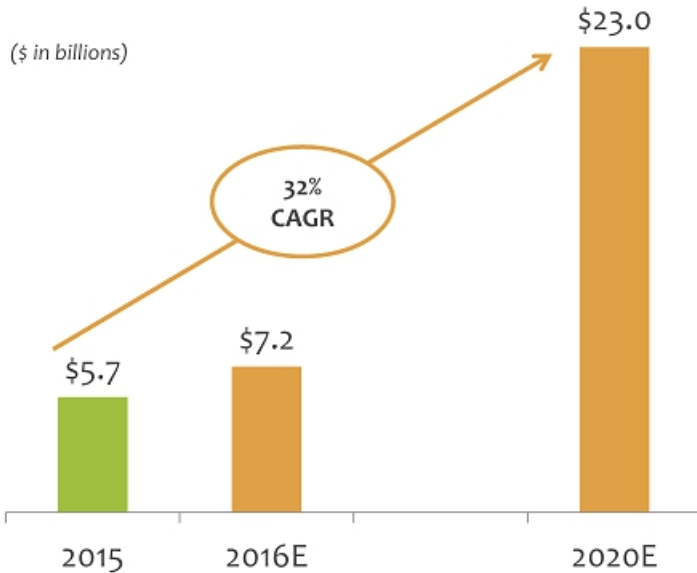
- Sales increased 80% 2017 over 2016
- Same Store Sales increased 43% 2017 over 2016
- Raised \$14.2M in equity capital (includes \$9m raise in Jan 2018)
- Acquired Seattle Hydro Spot, located in Seattle, WA
- Acquired Sonoma Hydro and consolidated GrowGen Santa Rosa into an over \$2.5M run rate operation in Sonoma County, CA
- Opened 10,000 sq. ft. store in Las Vegas, NV. Store has turned profitable in its 3<sup>rd</sup> month of operations.
- Opened Denver South, 13,000 sq. ft. and moved corporate headquarters to same location
- Opened 8,000 sq. ft. in Trinidad, CO
- Opened San Bernardino, CA, 16,000 sq. ft. of inside and outside space
- Opened Boulder, CO location
- Opened 2<sup>nd</sup> Las Vegas operation
- Hired Joe Prinzivalli as Chief Operating Officer
- Hired Monty Lamirato, as Chief Financial Officer



**Current New and Acquired Store Openings 2018**  
**Projected to Add Additional \$20M+ in annual Rev and \$3M+ net income**

- Humboldt Depot, Arcata, CA, 2 stores, closed 1<sup>st</sup> Q 2018  
\$4.0M in Rev., \$400k in net income
- East Coast Hydroponics, Warwick, R.I., largest hydro store on the East Coast  
\$5.0M in Rev., \$750k in net income , closed 1<sup>st</sup> Q 2018
- Additional acquisition target markets include SoCal, NorCal, OR, MI, and MA

## Legalization of cannabis is driving exponential growth in the hydroponic / gardening industry



Source: New Frontier Data

- Commercial cultivation is exploding
- US hydroponic sales projected to exceed \$4.5B by 2020
- Highly fragmented retail space
  - >1,000 existing hydroponic stores
  - Smaller players struggling to compete as commercial market expands
- ~7,000 licensed commercial growers in the U.S. today
- 14 additional states expected to legalize cannabis cultivation in the next few years

## *One of the largest distributors of specialty hydroponic supplies*

- **Established market presence focused on “picks and shovels”** of cultivation equipment & supplies, located in close proximity to commercial growers
- U.S. cannabis market is expected to reach \$23B by 2020<sup>(1)</sup>
- **Strong year-over-year growth**
  - FY2017 revenue projected \$14.4M versus \$7.9M Y/Y
  - FY2017 same store sales increased 43% y/y
- \$8.5m in cash to deploy for acquisitions
- **Large acquisition pipeline** in a highly fragmented industry
- Operational **business model that is scalable** and provides **opportunities for margin expansion**



<sup>(1)</sup> Source: New Frontier Data

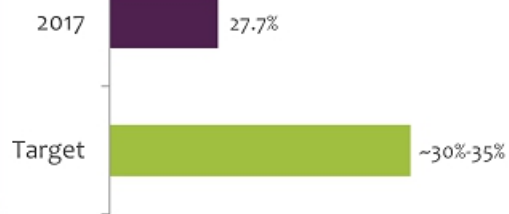
## Attractive business profile for increasing shareholder value

### Acquisition model

**3X** 

Each \$1M in capital drives  
~\$3M in annual revenue

### Gross Margin



### Commercial Cannabis Grower

**15-20%**

of total sales will be invested in hydroponic and ancillary equipment and supplies by retail and medical cannabis growers annually

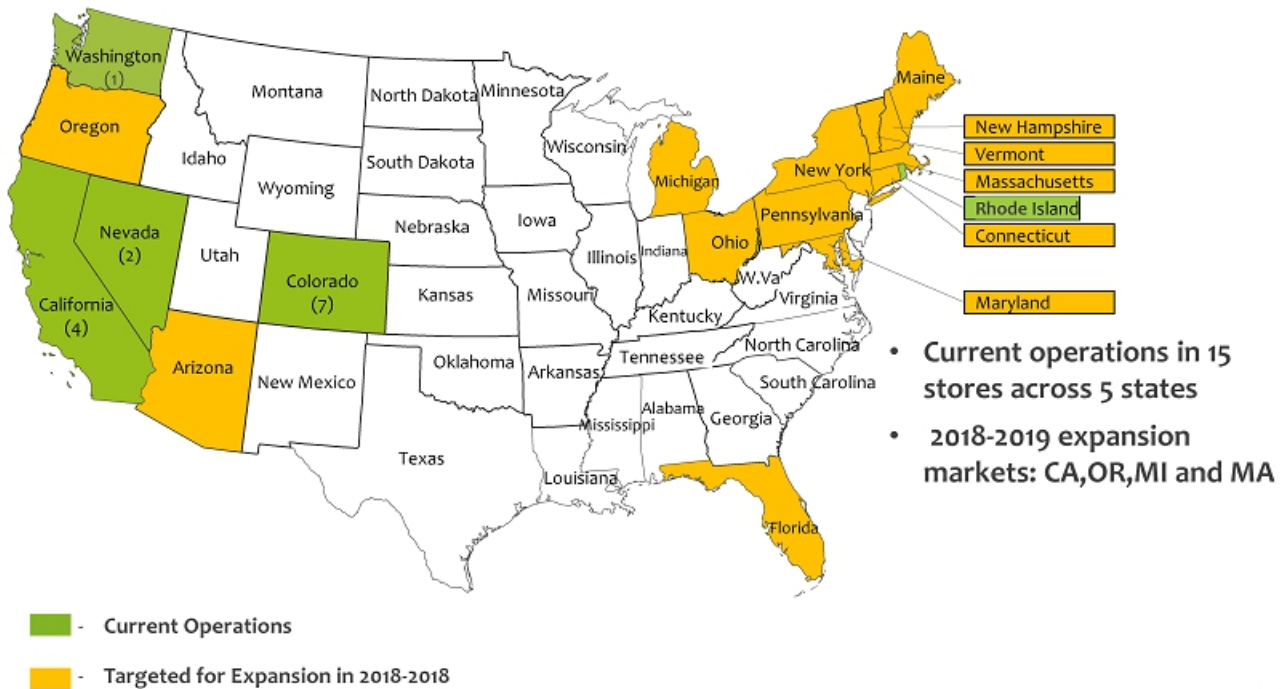
### “Typical” Store Profile

Rent ~\$10 sq. ft.

~7,500 - 10,000 sq. ft.

~18% op. margin

Growth to be fueled by both new store openings and acquisitions



# GrowGeneration Plays a Critical Role in the Professional Hydroponic Supply Chain



Hundreds of suppliers

Hundreds of thousands of customers



## Critical business partner

GrowGeneration Provides

Coast-to-coast national network

Extensive knowledge-based sales team

Over 10,000 products

Multi-state locations for pick ups and or direct shipments



GrowGeneration Provides

Custom pricing for large customers

Superior technical expertise

Product sourcing

Credit and financing

## One-stop shop

Small - 39% of 2017 net sales

- <\$10K in average annual purchases

Medium - 41% of 2017 net sales

- \$10K-\$100K in average annual purchases





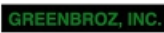

















Large - 20% of 2017 net sales

- >\$100K in average annual purchases



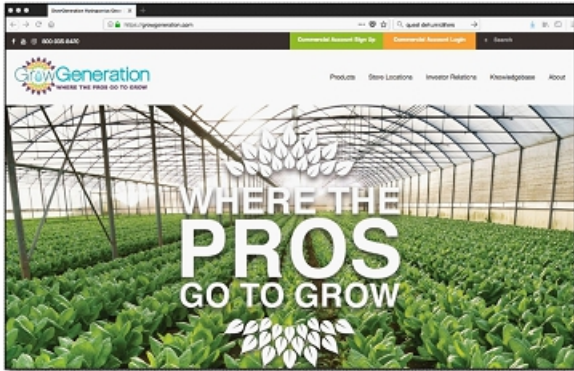
# One Stop shop for Industrial Growers



	Nutrients	Soil and Containers	Plant Production	Lighting	Climate Control	Hydroponics
% of 2017 Sales	29%	23%	18%	17%	8%	5%
Key Products	 	 	 	 	 	 <p>Active Aqua</p>
Key Suppliers	  	 		 		 



## Expanding reach and driving increased volume with [growgeneration.com](https://growgeneration.com)



- Online purchasing platform for growers to access online- Q1 2018 launch
- Features
  - Custom Pricing**
  - New item requests**
  - Searchable inventory database of over 10,000 items**
  - Pick-up at a GrowGen location or drop to the grow**
- Content-rich website designed around topics of high grower interest creates a destination for both purchasing and essential grow information



## Selection-Service-Solutions

<p><b>CLONING &amp; PROPAGATION</b></p>	Propagation Equipment	<p><b>FANS &amp; VENTILATION</b></p>	Water Chillers and Heaters	<p><b>GROW LIGHTS</b></p>	DE, LEC, LED
<p><b>HARVESTING</b></p>	Trim Machines	<p><b>HYDROPONICS</b></p>	Pumps and Reservoirs	<p><b>NUTRIENTS &amp; ADDITIVES</b></p>	Supplements and All Brands
<p><b>PEST &amp; DISEASE CONTROL</b></p>	Organic Solutions	<p><b>CONTAINERS &amp; TRAYS</b></p>	Flood Tables, Moving Benches	<p><b>SOIL &amp; MEDIUMS</b></p>	Pallets and Containers

**The GrowGeneration Difference for Commercial Growers**



## Board of Directors and Executive Management

### Darren Lampert CEO Director

- Founding member of law firm Lampert & Lampert (1986-2000)
- Former portfolio manager and proprietary trader (2000-2014)

### Michael Salaman President Director

- VP at National Media Corp. (1986-2002)
- Founder of American Interactive Media
- Founder (2002-2006) / Chairman, Skinny Nutritional (2006-2013)

### Joseph Prizivalli COO

- Inventory Manager at Way to Grow (2014-2016) where he oversaw movement and integrity of all inventories
- Distribution Center Manager (2010-2014)

### Monty Lamirato CFO

- CFO, Strategic Environmental & Energy Resources, Inc. (2013-2016)
- Independent consultant (2009-2017)
- CFO/Treasurer, ARC Group Worldwide, Inc. (2001-2009)

### Steven Aiello Director

- Partner at Jones & Co. (2003-2006)
- Partner at Asset Management (2001-2003)
- Partner at Montgomery Securities (1987-2001)

### Sean Stiefel Director

- Founder of Navy Capital LLC in 2014, an equity focused cannabis focused fund
- Analyst with various equity funds

### Peter Rosenberg Director

- 28 years of experience in the financial services industry
- Duff & Phelps, Managing Director in the Consumer and Retail Merger and Acquisitions Group
- Managing Director with Wells Fargo Securities
- Managed the San Francisco office for Barrington Associates
- Director at Salomon Smith Barney

## Strategic Investors

### Merida Capital Partners

- PE fund focused on cannabis infrastructure, data and technology companies such as New Frontier and Steep Hill Labs
- Led by Mitchell Baruchowitz, founder of limited-license cultivators Theraplant (CT) and Leafline Labs (MN)

### Robert Yosaitis

- Owner of one of the largest vertically integrated cultivation companies in Northern CA
- Sold his previous company to a private equity company

**Company Contact**

**Darren Lampert**, Chief Executive Officer

GrowGeneration Corp., Denver, CO

Tel 800.935.8420 | [darren@growgeneration.com](mailto:darren@growgeneration.com)